

## EXHIBIT C

In the Matter Of:  
**THE STATE OF ILLINOIS**  
  
-VS-  
**HITACHI, LTD., ET AL.,**  
  
**COURT PROCEEDINGS**  
  
March 10, 2016

**Sefton,  
Moran  
&  
Potts,  
LTD.**

**CERTIFIED COURT REPORTERS**

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1 STATE OF ILLINOIS )  
 ) SS:  
2 COUNTY OF C O O K )

3 IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS  
4 COUNTY DEPARTMENT, CHANCERY DIVISION

5 THE STATE OF ILLINOIS, by its )  
Attorney General, Lisa )  
6 Madigan, )  
 )  
7 Plaintiff, ) No. 2012 CH 35266  
 )  
8 -vs- )  
 )  
9 HITACHI, Ltd., et al., )  
 )  
10 Defendants. )

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12

13 TRANSCRIPT OF PROCEEDINGS had in the  
14 above-entitled cause on Thursday, March 10, 2016,  
15 at 9:30 a.m.

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17 BEFORE: HONORABLE RITA M. NOVAK

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1 A P P E A R A N C E S:

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1 APPEARANCES CONT'D:

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1 APPEARANCES CONT'D:

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1 THE CLERK: State of Illinois versus  
2 Hitachi.

3 MR. CROSS: Good morning, your Honor.  
4 Jeffery Cross for Koninklijke Philips N.V. and  
5 Philips North America -- Philips Electronics North  
6 America.

7 MR. CUMMINGS: Daniel Cummings for  
8 the Toshiba Defendants.

9 MR. STAMPFL: Karl Stampfl for the  
10 Hitachi Defendants.

11 MS. SUTRINA: Mikela Sutrina for the  
12 Samsung Defendants.

13 MR. WOLFF: Kevin Wolff for the  
14 Panasonic Defendants.

15 MR. SIMON: David Simon for the  
16 LG Defendants.

17 MR. BROOKER: Good morning, your  
18 Honor. Chad Brooker on behalf of the State of  
19 Illinois.

20 MS. WHITFIELD: Angelina Whitfield on  
21 behalf of the State of Illinois.

22 THE COURT: Good morning.

23 All right. I have a couple of  
24 motions this morning. One is a motion to allow

1 counsel from New York to participate. I assume  
2 it's an additional counsel?

3 MR. CUMMINGS: Yes.

4 THE COURT: Okay.

5 MR. CUMMINGS: Yes.

6 THE COURT: All right. I assume  
7 there's no objection to that?

8 MR. BROOKER: No.

9 THE COURT: Granted.

10 And then a Motion to Compel  
11 responses by the State of Illinois to Answers to  
12 Interrogatories concerning a particular topic,  
13 which is the witnesses.

14 Do you want to respond to this  
15 motion?

16 MR. BROOKER: Yes, your Honor.

17 THE COURT: In writing?

18 MR. BROOKER: We prefer in writing, yes.

19 MR. CUMMINGS: Your Honor, I don't  
20 think there's any need to have this response in  
21 writing. There's no excuse for this. 213(f)(1)  
22 disclosures are mandatory. In the Law Division,  
23 that's the first thing in the case management  
24 order. "Give us who your witnesses are going to



1 be." They can amend it any time they want to. If  
2 they don't know who they have now -- They can tell  
3 us now who they have, and then later on they can  
4 amend. Everybody goes to trial with amended  
5 213(f)(1) disclosures. There's no excuse for  
6 this.

7 MR. BROOKER: Your Honor, I understand  
8 that the position -- in a normal case, that would  
9 be absolutely true. We're in a slightly different  
10 situation here for a number of different reasons.  
11 And the bottom line is, is that we can't identify,  
12 at this particular time, anybody that we would  
13 like to call at trial. And if you will bear with  
14 me, I am willing to explain. Or I'm also willing  
15 to explain in writing, if you'd prefer that?

16 THE COURT: Well, I would prefer to  
17 hear that because you're the proponent of the  
18 case. And if you don't know who your witnesses  
19 are going to be, there's a bigger problem than a  
20 disclosure.

21 MR. BROOKER: Your Honor, let me  
22 start by saying that there are several categories  
23 of things that we have to prove our case by, and  
24 we acknowledge that entirely. We're going to have

1 to put on witnesses probably for each of those  
2 different elements.

3 We have a damages claim on our  
4 parens patriae damages, which are on behalf of  
5 Illinois residents. We will be using expert  
6 testimony to prove up that damages claim. It will  
7 be based on Defendants' documents, economic  
8 analysis, and experts. Now, expert disclosures  
9 aren't due until August 31st; so that, as an  
10 expert, you know, witness, who will we use, that's  
11 not required by the disclosures right now.

12 For the second part of the  
13 damages claim, the State's proprietary claim, the  
14 damages claim is based on the purchases made by  
15 State agencies through Central Management  
16 Services. We have gone through the records in  
17 that case from CMS and determined that it's too  
18 difficult to try to extract information to show  
19 actual purchases. So, again, we're going to be  
20 using expert analysis to estimate the damages that  
21 were incurred by the State agencies. Again,  
22 that's going to be postponed until August 31st  
23 later this year, which comes to the final group,  
24 which is liability.

1 Now, what we've told the  
2 Defendants, during our Rule 201(k) conference, is  
3 that we're not going to call anybody that's an  
4 Illinois resident. And we don't intend to call  
5 any third-parties. The only people we intend to  
6 call are the actual employees or former employees,  
7 potentially, of the Defendants themselves.

8 Now, the difficulty is, is  
9 that -- and this is very typical in price-fixing  
10 cases, where we have adverse witnesses, because  
11 they're the people that actually know what went on  
12 during the price-fixing.

13 The benefit that we have,  
14 being a related case -- because, if you recall,  
15 there's multi-district litigation pending in  
16 California where they're taking hundreds of  
17 depositions. And so far we've asked for those  
18 deposition transcripts. The Defendants have  
19 produced 286 of them so far. Our world of  
20 potential witnesses, of adverse witnesses, comes  
21 from that pool. But we need time to go through  
22 those, and some of them weren't produced until  
23 just a couple of weeks ago, to try to narrow that  
24 down. If they want a list of 286 people, we can

1 probably provide that to them. But that's, I  
2 don't think, what they're really looking for.  
3 They're looking for some -- for us to evaluate  
4 these witnesses. And we need time to go through  
5 all of those depositions. And it becomes slightly  
6 more complicated than that, if they want a better  
7 answer, because some of these witnesses --  
8 Remember, price-fixing is a crime, and people go  
9 to jail for this. So it's going to be hard to get  
10 some of those witnesses here, in some cases, if  
11 they're in jail. It's also an international  
12 price-fixing conspiracy, so if they're not current  
13 employees of the Defendants, we may have a hard  
14 time subpoenaing them here, again, making it more  
15 difficult for us to identify who they are.

16 And so, in short, what we need  
17 is time to evaluate these depositions to see who  
18 we are really interested in. If they want a list  
19 of hundreds of people, we can provide that; but we  
20 don't think that that's really what the rule is  
21 driving at. What they're looking for in the  
22 Rule 213 disclosure is, "Who are you really going  
23 to bring to trial?" And, yes, you're going to get  
24 a wide variety, a big swarm. But we need to know

1 who they are so we can depose them, so we can talk  
2 to them. All of the people from that world who we  
3 think have -- who are witnesses with information,  
4 they already know who they are. They have given  
5 their depositions. It's their own employees. So  
6 it's not like they need this for discovery  
7 purposes.

8 In this particular case,  
9 because of the MDL, because of the price-fixing  
10 conspiracy, they actually have all they need for  
11 those witnesses.

12 Now, you say, "Well, getting  
13 back to the damages, don't they also -- aren't  
14 they entitled to look at the CMS employees?"  
15 We've provided that information. We've listed  
16 19 different employees from CMS with those  
17 records. If they want to challenge the damages,  
18 they have the factual basis for that. We've  
19 listed all of those: their names, their titles,  
20 the bureaus that they were in, the years that they  
21 held those positions, what those positions'  
22 responsibilities were. So they have all of the  
23 stuff that they need in order to perform  
24 discovery, but if they want an artificial list of

1 all potential adverse witnesses, we can provide  
2 that. But we just don't think that makes very  
3 much sense.

4 We will, when we get closer to  
5 trial and we're able to go through some of these,  
6 we will amend our answers. We will provide them  
7 with an updated list. And we don't understand why  
8 that -- something that's actual and real, it  
9 wouldn't be a problem.

10 MR. CUMMINGS: We don't know who to  
11 depose. It's that simple. I mean, if he's going  
12 to represent to us that he's not going to call a  
13 single witness from Central Management Services,  
14 say that now, in open court, so we don't have to  
15 depose any of those people.

16 Mr. Brooker is wrong about the  
17 number of people they identified. It's closer to  
18 50 people. I counted 49. We don't have any  
19 address information for those 50 people. They  
20 refuse to give us the address information. His  
21 partner, Blake Harrop, has told us "We're not  
22 going to provide address information because it's  
23 protected information like a Social Security  
24 number." That's totally false under Rule 138.

1                               We don't know what case  
2 they're going to put on. They've got the burden  
3 of proof. We have a duty to discover what case  
4 they're going to put on. And I haven't heard any  
5 excuse so far as to why they can't tell us who  
6 they have now.

7                               THE COURT: I agree. Your motion is  
8 granted.

9                               MR. CUMMINGS: Thank you, your Honor.

10                              THE COURT: I have to say this: This  
11 is troubling to me. Very troubling. I mean,  
12 basically, what I'm hearing is that the State of  
13 Illinois has decided to bring this lawsuit,  
14 tagging along with another case, and rather than  
15 marshalling the resources that it needs to  
16 prosecute its case, it's waiting in the wings  
17 until somebody moves in the MDL.

18                              This was the State's decision  
19 to proceed. You're going to be held to the  
20 discovery standards that everyone else is here.  
21 The motion is granted.

22                              MR. CUMMINGS: Thank you, Judge. 14  
23 days for a response?

24                              THE COURT: That's fine.

1 MR. CUMMINGS: Thank you.

2 MR. CROSS: Your Honor, there's --  
3 the Plaintiffs have also moved to compel all the  
4 Defendants to produce unredacted copies of  
5 redacted briefs that were filed in the MDL case.  
6 They've noticed that up for Monday. Like this  
7 one, I don't think it's necessary to brief it. We  
8 basically concede on a lot of the legal issues,  
9 and I think there's a very simple, factual issue  
10 regarding burden versus benefits, which is a  
11 principle under Supreme Court Rule 201, and I'd  
12 like to perhaps, if I can lay those issues out in  
13 front of you, you can decide whether you want to  
14 have further briefing or whether you want to  
15 postpone this until Monday. It's up on Monday,  
16 but since we're all here, I thought maybe I could  
17 present it to you, and you can decide how you want  
18 to proceed.

19 THE COURT: Well, you can; but I  
20 haven't even seen the motion. It's kind of  
21 catching me off guard.

22 MR. CROSS: I understand that, but I  
23 think I can explain to you very briefly what is  
24 involved.



1 THE COURT: Go ahead.

2 MR. CROSS: In the MDL case --

3 MR. SIMON: Excuse me, your Honor.

4 Would you like a copy of the motion?

5 THE COURT: I imagine there's one in  
6 the back. I just wasn't --

7 MR. SIMON: I can tender mine right  
8 now if you'd like?

9 THE COURT: That's okay. No. Let me  
10 just hear this.

11 MR. CROSS: So the key in considering  
12 the burden on the Defendants to produce these  
13 unredacted briefs is the fact that we have  
14 obligations under the MDL protective order to  
15 notify the approximately 30 Third-Party Defendants  
16 that we may be producing confidential information  
17 that they've designated under the protective  
18 order. We're bound by that protective order in  
19 the MDL case.

20 And if I could hand up a copy  
21 of that protective order, which I think you've  
22 actually seen a couple of times.

23 THE COURT: I have.

24 (Whereupon, document tendered

1 to the Court.)

2 MR. CROSS: But this paragraph  
3 requires us to notify those 30 people, and then  
4 they have the opportunity to come before you, to  
5 argue before you, that their documents produced in  
6 the MDL case ought to be maintained as  
7 confidential.

8 Now, we could simply notify  
9 all 30, and they can come in here; but I'm sure  
10 what they'll argue in front of you is, "Judge, we  
11 need more specifics." So what we would have to do  
12 in order to give them more specifics, is we'd have  
13 to look at all of these briefs that were filed in  
14 the MDL case to determine what third-parties were  
15 involved.

16 Now, your Honor, there are  
17 approximately 4,500 entries in the MDL docket.  
18 We've had someone, for the last two days, trying  
19 to count the number of briefs that were filed  
20 under seal that were redacted. There were 199  
21 Motions to Seal. Judge Conti, who was the judge  
22 at the time, he's now retired, Judge Conti granted  
23 197 of those. Almost all of those had multiple  
24 briefs that were being requested to be filed under

1 seal, so we were able to count 2085 briefs that  
2 were filed under seal.

3 Now, one of the briefs that  
4 they attached to their motion is a brief dealing  
5 with the Foreign Trade Antitrust Improvements Act,  
6 the FTAIA.

7 THE COURT: I'm sorry. I just don't  
8 have time to hear this motion right now. It's  
9 sounding to me as though this may be something  
10 that I will have to have some briefs on. This is  
11 probably more than I'm going to be willing to  
12 judge without hearing some response, so if you'd  
13 prefer, we can do a briefing schedule on this  
14 today; but I -- I have several other cases this  
15 morning, and I really am not prepared to hear  
16 argument on it.

17 MR. CROSS: Okay. I don't think we  
18 need very much time because, as I say, the legal  
19 issues I don't think are in dispute. It's all a  
20 burden issue.

21 So, you know, let me have  
22 seven days, your Honor, from Monday. And they can  
23 have seven days to respond.

24 MR. BROOKER: That's fine with us,

1 your Honor.

2 THE COURT: All right. That's fine.

3 MR. CROSS: And, then, should we have  
4 a Clerk's conference?

5 THE COURT: Yes. I think that would  
6 probably be worthwhile. I'll try to get it in at  
7 a 9:30 date so I can hear it as quickly as  
8 possible, but I need to see the briefs before I  
9 can do that.

10 MR. CROSS: Thank you, Judge.

11 MR. SIMON: Strike the Monday morning  
12 hearing, your Honor?

13 THE COURT: Yes.

14 MR. SIMON: Thank you, your Honor.

15 (Which were all the  
16 proceedings had in the  
17 above-entitled cause as of  
18 this date and time.)  
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4 I, KATHLEEN M. MORAN, Certified  
5 Shorthand Reporter No. 084-003419, and Notary  
6 Public of the County of Cook and State of  
7 Illinois, do hereby certify that I reported in  
8 shorthand and thereafter transcribed the foregoing  
9 transcript of proceedings.

I further certify that the foregoing is a true and complete transcript of my shorthand notes so taken as aforesaid; and further, that I am not counsel for nor in any way related to any of the parties to this action, nor am I in any way interested in the outcome thereof.

16 IN TESTIMONY WHEREOF, I have hereunto  
17 set my hand and affixed my notarial seal this 10th  
18 day of March, 2016.

24

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<b>1</b>	<b>Angelina</b> 5:20 <b>answers</b> 6:11 12:6 <b>approximately</b> 15:15 <b>artificial</b> 11:24 <b>assume</b> 6:1,6 <b>August</b> 8:9,22	<b>Central</b> 8:15 12:13 <b>Chad</b> 5:18 <b>challenge</b> 11:17 <b>claim</b> 8:3,6,13,14 <b>CLERK</b> 5:1 <b>closer</b> 12:4,17 <b>CMS</b> 8:17 11:14,16 <b>compel</b> 6:10 14:3 <b>complicated</b> 10:6 <b>concede</b> 14:8 <b>conference</b> 9:2 <b>confidential</b> 15:16 <b>conspiracy</b> 10:12 11:10 <b>copies</b> 14:4 <b>copy</b> 15:4,20 <b>counsel</b> 6:1,2 <b>counted</b> 12:18 <b>couple</b> 5:23 9:23 15:22 <b>court</b> 5:22 6:4,6,9,17 7:16 12:14 13:7,10,24 14:11,19 15:1,5,9,23 <b>crime</b> 10:8 <b>Cross</b> 5:3,4 14:2,22 15:2,11 <b>Cummings</b> 5:7 6:3,5,19 12:10 13:9,22 14:1 <b>current</b> 10:12
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